

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|--|---|-------------------------|
| In re: |) | |
| 15375 MEMORIAL CORPORATION, <i>et al.</i> , |) | Chapter 11 |
| |) | |
| |) | Case No. 06-10859 (KG) |
| |) | |
| Debtors. |) | Jointly Administered |
| |) | |
| BEPCO, L. P., f/k/a |) | |
| Bass Enterprises Production Company, |) | |
| |) | |
| Appellant, |) | |
| |) | Civil Action No. 08-313 |
| v. |) | |
| |) | |
| GLOBAL SANTA FE CORPORATION, <i>et al.</i> , |) | |
| |) | |
| Appellees. |) | |
| |) | |
| BEPCO, L. P., f/k/a |) | |
| Bass Enterprises Production Company, |) | |
| |) | |
| Appellant, |) | |
| |) | Civil Action No. 08-314 |
| v. |) | |
| |) | |
| SANTA FE MINERALS, INC. |) | |
| |) | |
| Appellee. |) | |
| |) | |
| GLOBAL SANTA FE CORPORATION, <i>et al.</i> , |) | |
| |) | |
| Appellant, |) | |
| |) | Civil Action No. 08-318 |
| v. |) | |
| |) | |
| 15375 MEMORIAL CORPORATION, <i>et al.</i> , |) | |
| |) | |
| Appellees. |) | |
| |) | |

15375 MEMORIAL CORPORATION, *et al.*,

Appellant,

v.

BEPCO, L. P., f/k/a

Bass Enterprises Production Company,

Appellee.

Civil Action No. 08-319

BEPCO, L. P., f/k/a

Bass Enterprises Production Company,

Appellant,

v.

GLOBAL SANTA FE CORPORATION, *et al.*,

Appellees.

Civil Action No. 08-321

BEPCO, L. P., f/k/a

Bass Enterprises Production Company,

Appellant,

v.

GLOBAL SANTA FE CORPORATION, *et al.*,

Appellees.

Civil Action No. 08-322

GLOBAL SANTA FE CORPORATION, *et al.*,

Appellant,

v.

15375 MEMORIAL CORPORATION, *et al.*,

Appellees.

Civil Action No. 08-325

15375 MEMORIAL CORPORATION,

Appellant,

v.

BEPCO, L. P., f/k/a

Bass Enterprises Production Company,

Appellee.

Civil Action No. 08-326

MOTION FOR CONSOLIDATION OF APPEALS

Debtors and Debtors in Possession 15375 Memorial Corporation (“Memorial”) and Santa Fe Minerals, Inc. (“Santa Fe” and, collectively, “Debtors”), by their counsel, request that the Court consolidate the eight civil actions docketed with the Court on May 27, 2008, and May 29, 2008, as captioned above, all of which actions are appeals from two related orders of the Bankruptcy Court – the first dated February 15, 2008, and the second, dated April 16, 2008, on motions for reconsideration of the February 15, 2008 order. Because all of the above-captioned civil actions arise from the same decision of the Bankruptcy Court, the interests of judicial efficiency and economy for the parties to these appeals warrant consolidation of all the matters as one civil action. In support hereof, Debtors (which are appellees in certain of the captioned civil actions, cross-appellants in others, and interested parties in others) respectfully represent as follows:

BACKGROUND AND RELIEF REQUESTED

1. On August 16, 2006 (the “Petition Date”), Debtors commenced voluntary chapter 11 cases in this district. Debtors are debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code and, Debtors’ bankruptcy cases are being jointly administered.

2. The above-captioned civil actions all arise from litigation in the Bankruptcy Court with respect to: (i) Santa Fe's motion for preliminary declaratory and injunctive relief in Adversary No. 06-50822 (the "Injunction Motion") seeking to enjoin BEPCO, L. P. f/k/a Bass Enterprises Production Company ("Bass") from taking actions in violation of the automatic stay of section 362(a) of the Bankruptcy Code (in which Adversary the Bankruptcy Court had authorized the GlobalSantaFe Entities¹ to intervene); (ii) the motions filed by Bass seeking dismissal or conversion to chapter 7 of the Bankruptcy Code of Debtors' bankruptcy cases, or appointment of an examiner and/or a trustee (the "Dismissal/Conversion Motion"); and (b) Bass' motion for modification of the automatic stay (the "Stay Motion," and, collectively, with the Injunction Motion and the Dismissal/Conversion Motion, the "Contested Matters").

3. The Contested Matters were tried to the Bankruptcy Court on September 17 and 18, 2007.

4. In accordance with the Bankruptcy Court's September 26, 2007, order (the "Post-Trial Order"), the parties submitted proposed findings of fact and conclusions of law and also filed post-Trial briefs. Submission of these papers was completed, as contemplated by the Post-Trial Order, by November 2, 2007.

5. On February 15, 2008, the Bankruptcy Court entered its Order and its 78 page Findings of Fact and Conclusions of Law (collectively, the "February 15 Order") with respect to the Contested Matters. Therein, the Bankruptcy Court denied the Dismissal/Conversion Motion and the Injunction Motion, but granted the Stay Relief Motion.

¹ The GlobalSantaFe Entities, which also are appellees in certain of the captioned civil actions, are cross-appellants in others, and are interested parties in others, consist of GlobalSantaFe Corporation, Entities Holding, Inc. and GlobalSantaFe Corporate Services, Inc.

6. On February 25, 2008, each of the Debtors, Bass and the GlobalSantaFe Entities filed a motion for reconsideration of certain aspects of the February 15 Order.

7. On April 16, 2008, the Bankruptcy Court issued its order and memorandum opinion on the motions for reconsideration (collectively, the “April 16, 2008 Order”), generally granting Debtors and the GlobalSantaFe Entities’ motions for reconsideration and denying Bass’ motion for reconsideration.

8. On April 28, 2008, Bass filed four notices of appeal, two in the Debtors’ bankruptcy case – from both the February 15 Order and the April 16, 2008 Order – and two in the Adversary – again, from both the February 15 Order and the April 16, 2008 Order.

9. On May 7, 2008, Debtors and the GlobalSantaFe Entities each filed cross-appeals from the February 15 Order and the April 16, 2008 Order, collectively, in each of the bankruptcy case and the Adversary.

10. Thus, a total of eight notices or cross-notices of appeal have been filed by the parties, resulting in eight matters being transmitted to the District Court, and the eight pending civil actions. However, all eight civil actions originate from one order of the Bankruptcy Court – its February 15 Order; and this Court’s docket lists all eight cases as being related to each other.

11. Accordingly, in the interests of efficiency, Debtors submit that the eight above captioned civil actions should be consolidated and all proceed under the same timeline and procedure with respect to mediation, briefing, argument, and so forth, under the first civil action docketed with the Court in respect of these matters.

12. Debtors further submit that the following caption be used for the consolidated appeals:²

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| |) | (Consolidation of civil actions 08-313, |
| 15375 MEMORIAL CORPORATION, <i>et al.</i> , |) | 314, 318, 319, 321, 322, 325 and 326) |
| |) | |
| Appellees and Cross-Appellants. |) | |
| |) | |

District Court Rule 7.1.1 Certification

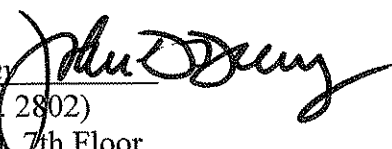
13. Undersigned counsel for Debtors hereby certifies that he contacted both Bass and the GlobalSantaFe Entities with respect to the subject matter of this motion; and that both Bass and the GlobalSantaFe Entities consent to the relief requested herein.

² In addition, Debtors submit that the caption of certain of the civil actions as they appear on the Court's docket are incorrect with respect to the identification of the appellant and appellees in such matters; and, that such would require correction in the event the appeals are not consolidated under one caption as requested herein.

WHEREFORE, Debtors respectfully request that the Court grant this Motion and enter an order in the form attached hereto, and further grant such other and further relief as the Court deems just and proper.

Dated: June 4, 2008

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Attorneys for the Debtors and Debtors-in-Possession

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ORDER CONSOLIDATING APPEALS

Upon consideration of the motion (the “Motion”) of Debtors and Debtors in Possession 15375 Memorial Corporation (“Memorial”) and Santa Fe Minerals, Inc. (“Santa Fe” and, collectively, “Debtors”), for an order by the Court providing for the consolidation of the eight civil actions captioned above; and the Court, having found that judicial economy will be served by consolidation, it is hereby:

ORDERED, the Motion is GRANTED; and it is further

ORDERED, that the above-captioned civil actions are hereby consolidated and all further proceedings in the above-captioned civil actions shall be filed in Civil Action 08-313; and it is further

ORDERED, that the caption of Civil Action 08-313 shall be amended and shall appear as follows:

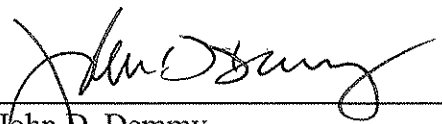
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| Appellees and Cross-Appellants. |) | |
| |) | |

Dated: June __, 2008

UNITED STATES DISTRICT JUDGE

CERTIFICATE OF SERVICE

John D. Demmy hereby certifies that on June 4, 2008 a true and correct copy of the foregoing *Motion For Consolidation Of Appeals* was served on each of the parties listed below, via electronic and United States First Class Mail.



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